

EXHIBIT "C"

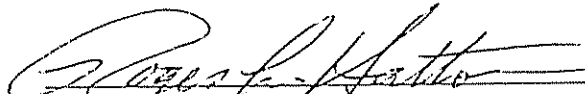
LETTER ADDENDUM

In accordance with paragraph 7 of the Agreement, AG #79-867, Secretary of State #5966 dated November 27, 1979, for the operation and maintenance of traffic signals and/or highway lighting between the STATE OF ARIZONA and the CITY OF PRESCOTT, it is agreed by both parties that the following location be added to the existing list of intersections to be operated and maintained as set forth in said Agreement:

SR 69 at Walker Road - MP 293
CITY OF PRESCOTT

STATE OF ARIZONA
ARIZONA DEPARTMENT OF TRANSPORTATION

BY:

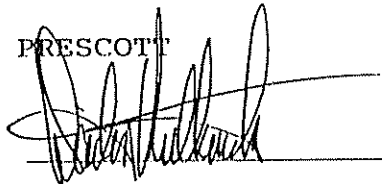

State Traffic Engineer

DATE:

July 21, 1992

CITY OF PRESCOTT

BY:

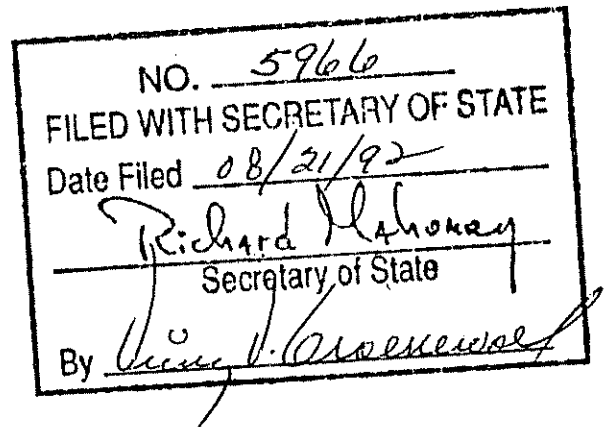


TITLE:

MAYOR

DATE:

May 29, 1992



ATTEST:


City Clerk

"A"

RESOLUTION NO. 2482

A RESOLUTION OF THE MAYOR AND COUNCIL OF THE CITY OF PRESCOTT, YAVAPAI COUNTY, ARIZONA, AMENDING RESOLUTION NUMBER 1582 BY AMENDING THE INTERGOVERNMENTAL AGREEMENT APPROVED THEREIN TO INCLUDE A TRAFFIC SIGNAL ON STATE ROUGE 69 AND WALKER ROAD.

WHEREAS, the City Council, on the 8th day of October, 1979, passed Resolution No. 1582, which approved an Intergovernmental Agreement between the City of Prescott and the Arizona Department of Transportation for the operation and maintenance of certain traffic signals on state roadways within the City limits; and

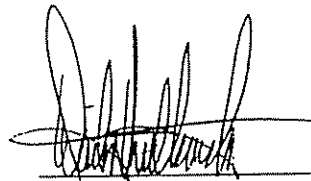
WHEREAS, the parties do now wish to amend that IGA to include for the installation and maintenance of a traffic signal on State Rouge 69 and Walker Road.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF PRESCOTT AS FOLLOWS:

SECTION 1. THAT, the Intergovernmental Agreement between the City of Prescott and the Arizona Department of Transportation as adopted pursuant to Resolution Number 1582, is hereby amended as set forth in Exhibit "A", attached hereto and make a part hereof.

SECTION 2. THAT, the Mayor and Staff are hereby authorized to execute the attached Intergovernmental Agreement and to take any and all steps deemed necessary to accomplish the above.

PASSED, APPROVED and ADOPTED by the Mayor and Council of the City of Prescott, Arizona, on this 26th day of MAY, 1992.



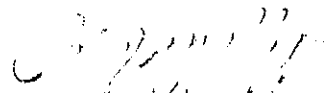
DAITON RUTKOWSKI
Mayor, City of Prescott

ATTEST:

APPROVED AS TO FORM:



MARIE L. WATSON
City Clerk



JOHN R. MOFFITT
City Attorney

EXHIBIT "B"

APPROVAL OF THE ATTORNEY

I hereby state that I have reviewed the proposed Letter Addendum to the Maintenance Intergovernmental Agreement between the State of Arizona, ARIZONA DEPARTMENT OF TRANSPORTATION, and the CITY OF PRESCOTT and declare the Addendum to be in proper form and within the powers and authority granted under the laws of the State of Arizona.

DATED this 5 day of may, 1992.

CITY OF PRESCOTT

BY:



Attorney

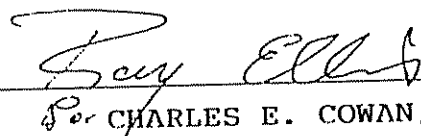
MAINTENANCE - TRAFFIC SIGNALS

SR 69 at Walker Road - MP 293

CITY OF PRESCOTT

RESOLUTION

BE IT RESOLVED on this 21st day of April, 1992, that I, CHARLES E. COWAN, as Director, ARIZONA DEPARTMENT OF TRANSPORTATION have determined that it is in the best interest of the State of Arizona that the ARIZONA DEPARTMENT OF TRANSPORTATION, acting by and through the Highways Division, enter into a Letter Addendum to the Maintenance Intergovernmental Agreement with the CITY OF PRESCOTT for the operation and maintenance of traffic signals and/or highway lighting. This Letter Addendum adds a new signal to Maintenance Intergovernmental Agreement AG #79-867, Secretary of State #5966 filed with the Secretary of State November 27, 1979. THEREFORE, authorization is hereby given to draft said Letter Addendum which, upon completion, shall be submitted for approval and execution by the State Traffic Engineer.



For CHARLES E. COWAN, DIRECTOR
ARIZONA DEPARTMENT OF TRANSPORTATION



STATE OF ARIZONA

OFFICE OF THE ATTORNEY GENERAL

1275 WEST WASHINGTON, PHOENIX 85007

GRANT WOODS
ATTORNEY GENERAL

MAIN PHONE : 542-5025
TELECOPIER : 542-4085

INTERGOVERNMENTAL AGREEMENT

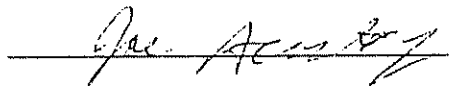
DETERMINATION

A. G. Contract No. KR92-2083 -TRN, an agreement between public agencies, has been reviewed pursuant to A.R.S. § 11-952, as amended, by the undersigned Assistant Attorney General who has determined that it is in the proper form and is within the powers and authority granted to the State of Arizona.

No opinion is expressed as to the authority of the remaining parties, other than the State or its agencies, to enter into said agreement.

DATED this 18 day of August, 1992.

GRANT WOODS
Attorney General


Assistant Attorney General
Transportation Section